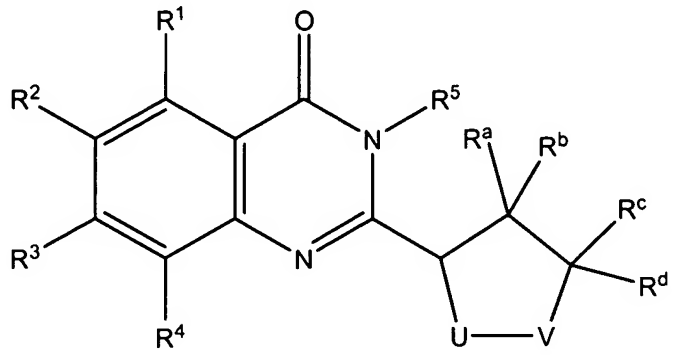
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1. (original) A compound selected from the group represented by Formula I:



Formula I

where:

U-V is $-N(R^6)-CR^eR^f-$, $-CR^eR^f-N(R^6)-$, $-N(R^6)-CR^eR^f-CR^gR^h$, $-CR^eR^f-N(R^6)-CR^gR^h-$ or $-CR^eR^f-CR^gR^h-N(R^6)-$;

R^a, R^b, R^c, R^d, R^e, R^f, R^g and R^h are independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, substituted alkyl, substituted aryl, substituted aralkyl or substituted heteroaryl;

R^1, R^2, R^3, and R^4 are independently hydrogen, alkyl, alkoxy, halogen, cyano or substituted alkyl;

R^5 is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, substituted alkyl, substituted aryl, substituted aralkyl, substituted heteroaryl or substituted heteroaralkyl; and

R^6 is hydrogen, acyl, alkyl, aryl, aralkyl, heteroaryl, substituted acyl, substituted alkyl, substituted aryl, substituted aralkyl or substituted heteroaryl;

or a pharmaceutically acceptable salt or solvate thereof.

2. (original) The compound of Claim 1 comprising one or more of the following :

R^1, R^2, R^3 and R^4 are independently hydrogen, chloro, fluoro, methyl, methoxy, cyano or substituted lower alkyl;

R^5 is aralkyl or substituted aralkyl;

R^a to R^h are independently hydrogen, lower alkyl or substituted lower alkyl;

U-V is $-N(R^6)-CR^eR^f-CR^gR^h$, $-CR^eR^f-N(R^6)-CR^gR^h-$ or $-CR^eR^f-CR^gR^h-N(R^6)-$;

R^6 is optionally substituted aralkyl or optionally substituted acyl; and

is an (R)-enantiomer.

3. (original) The compound of Claim 2 comprising one or more of the following:

R^1, R^2, R^3 and R^4 are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;

R^5 is benzyl or substituted benzyl;

no more than one of R^a to R^h is other than hydrogen;

U-V is $-N(R^6)-CR^eR^f-CR^gR^h-$ or $-CR^eR^f-N(R^6)-CR^gR^h-$; and

R^6 is optionally substituted acyl.

4. (original) The compound of Claim 3 comprising one or more of the following :

R^1, R^2, R^3 and R^4 are hydrogen, or three of R^1, R^2, R^3 and R^4 are hydrogen and the fourth is halo, methoxy, methyl or cyano;

R^5 is benzyl;

R^a to R^h are hydrogen;

U-V is $-N(R^6)-CR^eR^f-CR^gR^h-$; and

R^6 is p-methyl-benzoyl.

5. (original) The compound of Claim 4 where: R^1, R^2 and R^4 are hydrogen and R^3 is hydrogen or chloro.

6. (original) The compound of Claim 5 where:

R^5 is benzyl;

U-V is $-N(R^6)-CH_2-CH_2-$;

and R^6 is p-methyl-benzoyl.

7. (original) The compound of Claim 1, selected from:
3-benzyl-7-chloro-2-[1-(4-methyl-benzyl)-pyrrolidin-2-yl]-3*H*-quinazolin-4-one;
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-pyrrolidin-2-yl]-3*H*-quinazolin-4-one;
3-beznyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-2-yl]-3*H*-quinazolin-4-one;
3-beznyl-7-chloro-2-[1-(4-methyl-benzyl)-piperidin-3-yl]-3*H*-quinazolin-4-one;
3-beznyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-3-yl]-3*H*-quinazolin-4-one;
3-benzyl-7-chloro-2-[1-(4-methyl-benzyl)-piperidin-4-yl]-3*H*-quinazolin-4-one; and
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-4-yl]-3*H*-quinazolin-4-one.

8. (original) The compound of Claim 7 that is an (R)-enantiomer.

9. (original) The compound of Claim 1, selected from:
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-pyrrolidin-2-yl]-3*H*-quinazolin-4-one;
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-2-yl]-3*H*-quinazolin-4-one;
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-3-yl]-3*H*-quinazolin-4-one; and
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-4-yl]-3*H*-quinazolin-4-one.

10. (original) The compound of Claim 9 that is an (R)-enantiomer.

11. (original) The compound of Claim 1, selected from:
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-2-yl]-3*H*-quinazolin-4-one; and
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-3-yl]-3*H*-quinazolin-4-one,
especially the (R) -enantiomers thereof.

12. (original) The compound of Claim 11 that is an (R)-enantiomer.

13. (Currently amended) A pharmaceutical formulation comprising a pharmaceutical acceptable excipient and an effective amount of a compound of Claim 1.~~any of Claims 1-12.~~

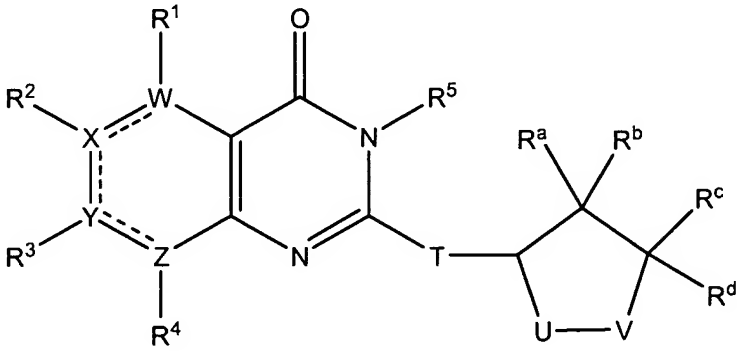
14. (Currently amended) A method of treatment comprising administering an effective amount of a compound of Claim 1 ~~any of Claims 1-12~~ to a patient suffering from a cellular proliferative disease.

15. (original) The method of Claim 14 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.

16. (original) A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 1 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

17. (Currently amended) A kit comprising a compound of Claim 1 ~~any of Claims 1-12~~ and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.

18. (original) A compound of the group represented by Formula II:



Formula II

where:

the dashed line indicates that the corresponding bond may be a single bond or a double bond;

T is a covalent bond or optionally substituted lower alkylene;

U-V is chosen from $-N(R^6)-CR^eR^f-$, $-CR^eR^f-N(R^6)-$, $-N(R^6)-CR^eR^f-CR^gR^h-$, $-CR^eR^f-N(R^6)-CR^gR^h-$, and $-CR^eR^f-CR^gR^h-N(R^6)-$;

W, X and Y are independently -N=, N, -C=, CH, CR^i, O or S;

Z is -N=, N, -C=, CH, CR^i or is absent, provided that:

no more than two of W, X, Y and Z are-N=, and

W, X or Y can be O or S only when Z is absent;

R^i is alkyl, alkoxy, halogen, cyano or substituted alkyl;

R^a, R^b, R^c, R^d, R^e, R^f, R^g and R^h are independently chosen from hydrogen, alkyl, aryl, aralkyl, heteroaryl, substituted alkyl, substituted aryl, substituted aralkyl and substituted heteroaryl;

R^1, R^2, R^3, and R^4 are independently chosen from hydrogen, alkyl, alkoxy, halogen, cyano and substituted alkyl;

R^5 is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, substituted alkyl, substituted aryl, substituted aralkyl, substituted heteroaryl or substituted heteroaralkyl; and

R^6 is chosen from hydrogen, acyl, alkyl, aryl, aralkyl, heteroaryl, substituted acyl, substituted alkyl, substituted aryl, substituted aralkyl and substituted heteroaryl;

provided that R^1, R^2, R^3 or R^4 is absent where W, X, Y or Z, respectively, is -N=, O, S or absent;

or a pharmaceutical acceptable salt or solvate thereof.

19. (original) The compound of Claim 18 comprising one or more of the following:

T is a covalent bond, C_1 to C_4 alkylene or C_1 to C_4 alkylene substituted with halo or oxo;

W, X, Y and Z are independently -C= or -N=;

R^1, R^2, R^3 and R^4 are independently hydrogen, chloro, fluoro, methyl, methoxy, cyano or substituted lower alkyl;

R^5 is aralkyl or substituted aralkyl;

R^a to R^h are independently hydrogen, lower alkyl or substituted lower alkyl;

U-V is $-N(R^6)-CR^eR^f-CR^gR^h$, $-CR^eR^f-N(R^6)-CR^gR^h-$ or $-CR^eR^f-CR^gR^h-N(R^6)-$;

R^6 is optionally substituted aralkyl or optionally substituted acyl; and

is an (R)-enantiomer.

20. (original) The compound of Claim 19 comprising one or more of the following:

T is a covalent bond or C_1 to C_4 alkylene;

R^1, R^2, R^3 and R^4 are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;

R^5 is benzyl or substituted benzyl;

no more than one of R^a to R^h is other than hydrogen;

U-V is $-N(R^6)-CR^eR^f-CR^gR^h-$ or $-CR^eR^f-N(R^6)-CR^gR^h-$; and

R^6 is optionally substituted acyl.

21. (original) The compound of Claim 20 comprising one or more of the following:

T is a covalent bond;

R^1, R^2, R^3 and R^4 are hydrogen, or three of R^1, R^2, R^3 and R^4 are hydrogen and the fourth is halo, methoxy, methyl or cyano;

R^5 is benzyl;

R^a to R^h are hydrogen;

U-V is $-N(R^6)-CR^eR^f-CR^gR^h-$; and

R^6 is p-methyl-benzoyl.

22. (original) The compound of Claim 21 where:

T is a covalent bond;

R^1, R^2 and R^4 are hydrogen and R^3 is hydrogen or chloro;
R^5 is benzyl;
U-V is $-N(R^6)-CH_2-CH_2-$; and
R^6 is p-methyl-benzoyl.

23. (Currently amended) A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of Claim 18 ~~any of Claims 18-22.~~

24. (Currently amended) A method of treatment comprising administering an effective amount of a compound of Claim 18 ~~any of Claims 18-22~~ to a patient suffering from a cellular proliferative disease.

25. (original) The method of Claim 24 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.

26. (original) A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 18 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

27. (Currently amended) A kit comprising a compound of Claim 18 ~~any of Claims 18-22~~ and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.